

Exhibit 1



February 19, 2015

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Re: New England Compounding Pharmacy, Inc., Case No. 12-19882-HJB

Gentlemen:

Thank you for contacting me regarding potential engagement as the tort trustee under the chapter 11 plan of New England Compounding Pharmacy, Inc., pending confirmation in the Massachusetts bankruptcy court.

As in any case where I'm engaged or appointed as an estate fiduciary, my primary goal would be to maximize recovery and distributions to creditors. As a panel bankruptcy trustee for the past 20 years, I have significant experience administering large chapter 7 business liquidation proceedings, as well as serving as trustee in chapter 11 reorganization cases and creditor trustee under confirmed reorganization plans. I am confident that I have the expertise, skills, and resources needed to intelligently and efficiently handle the legal and administrative responsibilities of tort trustee, as they are outlined in the Request for Proposals for Trustee of a Tort Settlement Trust dated October 31, 2014 (Request for Proposals), and Joint Chapter 11 Plan of New England Compounding Pharmacy, Inc. dated December 3, 2014 (Joint Plan).

In addition, Casner & Edwards has 6 highly qualified attorneys in its bankruptcy department. We bring leadership and expertise in business bankruptcy and complex litigation matters, including fiduciary representation in chapter 11 liquidation and reorganization cases. Our bankruptcy department strives to provide cost-efficient and expert staffing for the case at hand.

If selected, I propose to charge my hourly rate of \$420 per hour for services as tort trustee and for legal work performed in representing myself, as these potential legal matters are outlined in the Request for Proposals and Plan. My paralegal, Di Ying Luo (Dee), has a law degree from China and LLM from Suffolk University Law School in Global Technology. Dee has worked with me for the past 8 years performing the responsibilities of a bankruptcy trustee's assistant, and prior to moving to the United States, Dee worked in China in business bankruptcy law. Dee's rate is \$175 per hour, and based on the description of responsibilities of the tort trustee, Dee is amply qualified to perform many of the functions required of that role, under my supervision.



Legal work, if any is required beyond what I would do myself, would likely be assigned to David Koha, an associate that has worked with me since graduating Boston College Law School in 2010, and John Morrier, a partner at my firm and the attorney I have used most in trustee matters since joining Casner & Edwards in January 2013. David's rate is \$295 per hour, and John's rate is \$450 per hour. I am amenable to a blended rate of \$350 per hour, if that is of interest.

Expenses will be charged to the trust as they are billed to me, without mark-up. I always endeavor to hire the most cost-effective service provider for the task at hand, and would do so in this case. I have utilized many services over the years related to my trustee practice, and have proven resources to call upon. The first task of the tort trustee would be to hire an accountant, and in doing so, I would hire the person or firm that shares the same cost-effective approach and maximal return to creditors philosophy as I do. Beyond that, and without specific budget items to consider, I cannot put a price on what the tort trustee's expenses will be.

I did consider a flat-fee proposal along the lines of the commission scheme for trustees under the Bankruptcy Code. However, after reviewing this alternative, my strong sense is that an efficient hourly-based fee structure is better for creditors.

I am including my full biography, and short biographies for Dee, David and John with this proposal. Further information about each of us can be found on the firm's website. I am also including a list of my representative appointments as chapter 11 and chapter 7 trustee and creditors committee counsel.

Thank you for your consideration, and please feel free to call me with any questions you might have, or requests for further information.

Sincerely,

/s/ Lynne F. Riley

Enclosures



Lynne Riley

Partner, Bankruptcy & Restructuring

Lynne Riley provides intelligent and cost-effective representation to debtors, creditors, creditors' committees, trustees, and plan administrators in all types of business and consumer bankruptcy cases. Lynne has served on the panel of chapter 7 bankruptcy trustees for the District of Massachusetts for 20 years. She also serves as trustee and examiner in chapter 11 cases, and as creditor trustee under confirmed chapter 11 liquidation and reorganization plans.

Lynne has worked cooperatively and successfully with governmental and regulatory agencies during her tenure as trustee and has otherwise put together highly efficient and cost-effective legal and accounting teams as needed to successfully administer estate assets and recovery efforts in a variety of complex bankruptcy cases.

Lynne has argued numerous appeals before the First Circuit Court of Appeals and the Bankruptcy Appellate Panel for the First Circuit, and has authored amicus briefs for the United States Supreme Court, the First Circuit and Ninth Circuit Courts of Appeals on significant bankruptcy issues. Her trial and appellate work as counsel and trustee has generated numerous published opinions. Lynne has written and presented extensively on business and consumer bankruptcy topics, and has published articles for the Norton Annual Survey of Bankruptcy Law, Norton Journal of Bankruptcy Law and Practice, American Bankruptcy Institute Journal and Journal of the National Association of Bankruptcy Trustees. She is on the editorial and advisory boards for the Journal of Bankruptcy Law and Practice and Annual Survey of Bankruptcy Law, and is editor for the consumer volume of the Annual Survey.

Lynne is a fellow of the American College of Bankruptcy and serves on its pro bono committee. She is a member and served on the executive board of the National Association of Bankruptcy Trustees for many years, chairing its amicus committee and serving as the NABT liaison to the National Conference of Bankruptcy Judges. Lynne has served as co-chair of the Boston Bar Association's bankruptcy section, and on the BBA's education committee and task force and standing committee on civility and professionalism. She is a member of the American Bankruptcy Institute, serving on its Northeast Conference steering committee, and is a member and past chair of the International Women's Insolvency and Restructuring Confederation, New England Network.

Lynne has an AV Preeminent Rating with Martindale-Hubbell. Lynne, individually, and the firm's bankruptcy department are ranked among the best in Massachusetts by Chambers USA. Lynne has been recognized as a Super Lawyer in the field of workout and bankruptcy each year since 2004 and in 2014 was rated among the top 50 women lawyers and top 100 lawyers in Massachusetts. In 2014 Lynne was also named a bankruptcy and restructuring lawyer of the year by Corporate Livewire.

Lynne teaches bankruptcy as an adjunct professor at Boston College Law School. Prior to becoming an attorney, Lynne was a public school teacher in Cambridge. Lynne has served as a Land Court Title Examiner for the Massachusetts Land Court and sat as the legal member on Medical Malpractice Tribunals in the Massachusetts Superior Court throughout her years in practice.



Short Bios for other firm members:

Di Ying Luo, *Trustee Assistant/Paralegal*: Di Ying Luo (Dee) primarily assists Lynne Riley in her capacity as trustee in consumer and business liquidation and reorganization proceedings under chapters 7 and 11, and as chapter 12 trustee for cases involving Massachusetts fishermen. Dee is a graduate of Southern China University of Technology (Bachelor of Law/Economic Laws, honors, 1999), and Suffolk University Law School (LLM, Global Technology, 2003). Dee also assists Lynne in her representation of debtors, creditors, and other litigants in chapters 7, 11, and 13 bankruptcy cases. Dee is proficient with the various banking, reporting, billing, distribution, and filing software programs essential to the efficient administration of bankruptcy proceedings and other estate fiduciary matters.

David Koha, *Associate, Bankruptcy & Restructuring*: David is a 2010 graduate of Boston College Law School where he was on the *Boston College Law Review* as staff writer and note editor. David ranked in the top 5% of his class and received the American Bankruptcy Institute (ABI) Medal of Excellence for outstanding performance in bankruptcy coursework. David has several published articles in national law journals and treatises on complex bankruptcy subjects. David has worked with Lynne Riley in her trustee practice since graduating law school, focusing primarily in fiduciary representation in consumer and business bankruptcy cases under chapters 7, 11, and 12. David teaches bankruptcy law at Boston College Law School as an adjunct professor, and is co-chair of the Young Lawyers committee of the Bankruptcy Section of the Boston Bar Association.

John T. Morrier, *Partner, Bankruptcy & Restructuring*: John has extensive experience in all aspects of bankruptcy and commercial law, including litigation in federal and state courts, complex transactional matters, and fiduciary representation. He represents secured and unsecured creditors, debtors, executives, insurers, landlords, estate professionals and other parties in bankruptcy proceedings and out of court restructurings, workouts and other insolvency matters. John has advised clients in a broad array of industries, including companies in the real estate, technology, manufacturing, retail, finance, healthcare, biotechnology, non-profit and professional services fields. John is ranked among the top Massachusetts bankruptcy lawyers by Chambers USA - America's Leading Business Lawyers, is listed in Best Lawyers in America, and is named a New England Super Lawyer, ranked as a "Massachusetts Super Lawyer Top 100". He is a frequent author and teacher on business insolvency topics. He is a member of the Boston Bar Association and in 2011-2013, and was co-chair of the BBA's Bankruptcy Section. John is also a member of the Massachusetts Bar Association, the American Bankruptcy Institute and the Turnaround Management Association.



Representative Appointments of Lynne Riley as Chapter 11 and Chapter 7 Trustee and Creditors Committee Counsel

John and Nevena Cranney, 13-11220; chapter 11 liquidating trustee and creditor trustee under confirmed plan; Ponzi scheme case involving multi-level marketing distributorship with scheme targeted at downline distributors; simultaneous federal criminal proceedings with principal of debtor indicted.

John C. Jones, 13-12177; chapter 11 trustee; confirmed real estate reorganization involving numerous investment properties in Roxbury, MA; trustee's chapter 11 plan confirmed.

East Coast Airport Services, Inc., 12-11792; chapter 11 trustee; extensive dealings and negotiations with Massachusetts Port Authority and acquiring entity regarding disposition of estate assets; high security/risk issues in airport cargo and de-icing operations during winter months; chapter 7 trustee in converted case with successful settlement of claims and distributions to creditors.

Lindsay Lampasona, LLC, 11-19747; chapter 7 trustee; converted chapter 11 case involving investigation and litigation against cross-border defendants where global settlement achieved; numerous preference recoveries achieved through litigation and settlements.

Alyssa Realty, LLC, 11-11445; chapter 11 operating and chapter 7 trustee in converted case involving large apartment complex with hundreds of tenants.

Neurobehavioral Associates, Inc., 10-16485; chapter 7 trustee; health care case involving psychiatric services to 14,000 registered patients with 10,000 active patients on petition date; dealings with Attorney General's office and patient care ombudsman.

Altus Pharmaceuticals Inc., 09-20886; chapter 7 trustee; sale of assets of pharmaceutical business which developed oral and injectable protein therapies.

GCP CT School Acquisition, LLC, 09-20886; chapter 7 trustee; consolidated bankruptcy proceedings involving 26 subsidiary cases; operations and liquidation of 26 broadcasting schools in 16 states; negotiations and dealings with multitude of state educational and consumer protection agencies, and hundreds of student claimants.

Michael J. Tersigni, 08-14963; chapter 7 trustee; assets include multi-million dollar personal injury claim involved in class action settlement and multi-district litigation against large pharmaceutical company regarding ingestion of diet drug fenfluramine; July 2014 trial scheduled in federal district court.



Wolverine, Proctor & Schwartz, LLC, 06-10815; chapter 7 trustee; limited operations and sale of assets of large industrial oven manufacturer; jury and non-jury trials in bankruptcy court and federal district court with several appeals to First Circuit and defense of petition for certiorari to U.S. Supreme Court.

Enivid, Inc. f/k/a Devine, Inc., 03-11472; local counsel to creditor's committee in chapter 11 business operating as and acquiring service and software companies focusing on extended enterprise solutions.

T.A.C. Group, Inc., d/b/a frugal fannie's, 03-13418; counsel to creditor's committee in chapter 11 involving section 363 sale of retail women's clothing chain and involving complex lease issues.

Paul B. Morley, 96-17611; litigated against debtor-attorney for fraud and revocation of discharge; cooperated with United States Attorney's Office in prosecution of bankruptcy fraud claims resulting in plea agreement, incarceration, and restitution award to estate as victim of debtor's fraud.

American Bridge Products, Inc., 96-16620; extensive litigation and appeals against prior estate fiduciary involving dealings and coordination of efforts with Massachusetts Attorney General and Board of Bar Overseers.

Kendall Square Research Corporation, 94-18224; plan and litigation trustee under confirmed chapter 11 plan, including litigation against officers and directors.